

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

In re ENRON CORPORATION SECURITIES
LITIGATION

§ Civil Action No. H-01-3624
§ (Consolidated)

This Document Relates To:

§ CLASS ACTION

MARK NEWBY, et al.,

§ FIRST AMENDED ORDER OF
§ FINAL JUDGMENT AND DISMISSAL

Plaintiffs,

vs.

ENRON CORP., et al.,

Defendants.

United States Courts
Southern District of Texas
ENTERED

NOV 13 2003

Michael N. Milby, Clerk of Court

THE REGENTS OF THE UNIVERSITY OF
CALIFORNIA, et al.,

Plaintiffs,

vs.

KENNETH L. LAY, et al.,

Defendants.

WASHINGTON STATE INVESTMENT
BOARD and EMPLOYER-TEAMSTERS
LOCAL NOS. 175 and 505 PENSION TRUST
FUND, et al.,

Plaintiffs,

vs.

KENNETH L. LAY, et al.,

Defendants.

PAMELA M. TITTLE, et al.,

Plaintiffs,

vs.

ENRON CORP., an Oregon corporation, et al.,

Defendants.

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This matter having come before the Court for hearing, pursuant to the Order of this Court, dated July 24, 2003, on the application of the Settling Parties for approval of the settlement (the "Settlement") set forth in the Stipulation of Partial Settlement dated as of August 29, 2002 (the "Stipulation"), and due and adequate notice having been given to the Settlement Class (as defined in the Stipulation) as required in said Order, and the Court having considered all papers filed and proceedings had herein and otherwise being fully informed in the premises and good cause appearing therefore, IT IS HEREBY ORDERED, ADJUDGED AND DECREED that:

1. This Order incorporates by reference the definitions in the Stipulation, and all capitalized terms used herein shall have the same meanings as set forth in the Stipulation.
2. This Court has jurisdiction over the subject matter of the Actions and over all Members of the Settlement Class.
3. The notice given to the Settlement Class of the Settlement and the other matters set forth in the Stipulation was the best notice practicable under the circumstances, including individual notice to all Members of the Settlement Class who could be identified through reasonable effort. Said notice provided due and adequate notice of these proceedings and of the matters set forth in the Stipulation, including the proposed Settlement, to all persons entitled to such notice, and said notice fully satisfied the requirements of Rule 23 of the Federal Rules of Civil Procedure and due process.
4. Nothing in the Stipulation, the Order Preliminarily Approving Settlement, entered on July 24, 2003, or this Order of Final Judgment and Dismissal is to be construed as precluding any Person who remains a Settlement Class Member or who requests exclusion from the Settlement Class from either being a member of any other classes, subclasses or settlement

classes certified by the Court in the Actions or opting out of or seeking exclusion from membership in any such classes.

5. Pursuant to Rule 23 of the Federal Rules of Civil Procedure, this Court hereby approves the Settlement as set forth in the Stipulation, finds that said Settlement is, in all respects, fair, reasonable and adequate with respect to the Settlement Class, and directs that the Settlement be consummated in accordance with the terms and conditions set forth in the Stipulation.

6. This Court hereby dismisses the Actions in their entirety as to defendants Andersen Worldwide Societe Cooperative, Arthur Andersen (United Kingdom), Arthur Andersen-Brazil, and Andersen Co. (India), and against the Representative Plaintiffs and the Settlement Class, with prejudice and without costs (except as otherwise provided in the Stipulation).

7. Upon the Effective Date, the Representative Plaintiffs and each of the Settlement Class Members, on behalf of themselves, their successors and assigns, and any other Person claiming (now or in the future) through or on behalf of them, and regardless of whether any such Representative Plaintiff or Settlement Class Member ever seeks or obtains by any means, including without limitation by submitting a Proof of Claim and Release, any distribution from the Gross Settlement Fund, shall be deemed to have, and by operation of this Order of Final Judgment and Dismissal shall have, fully, finally, and forever released, relinquished, and discharged all Released Claims against all Released Entities and shall have covenanted not to sue all such Released Entities with respect to all such Released Claims, and shall be permanently barred and enjoined from instituting, commencing, or prosecuting any such Released Claim against any Released Entity.

8. Upon the Effective Date, all obligations of the Released Entities to the Representative Plaintiffs and the Settlement Class Members arising out of, based upon, or otherwise related to the transactions and occurrences that were alleged, or could have been alleged, on behalf of the Representative Plaintiffs and the Settlement Class Members in the complaints in the Actions shall be fully, finally, and forever discharged, and all Persons shall be permanently barred and enjoined from instituting, prosecuting, pursuing or litigating in any manner (regardless of whether such Persons purport to act individually, representatively, or in any other capacity and regardless of whether such Persons purport to allege direct claims, claims for contribution, indemnification, or reimbursement, or any other claims) any such obligations. Nothing in this paragraph 7 shall be construed to divest any Non-Settling Defendant of any right to obtain an appropriate judgment reduction or settlement credit available to such Non-Settling Defendant under any applicable statutory or common law rule. Further, nothing in this paragraph 7 shall prohibit any Non-Settling Defendant from asserting against any Settling Defendant a personal claim for individual injuries that the Non-Settling Defendant may have sustained as a result of any action by a Settling Defendant, including personal claims that arise out of the transactions or occurrences that were alleged, or could have been alleged, on behalf of the Representative Plaintiffs and the Settlement Class Members, so long as such personal claim for individual injuries does not sound in or otherwise seek contribution, indemnity, or reimbursement.

9. Upon the Effective Date, each of AWSC and the Defendant Member Firms shall be deemed to have, and by operation of this Order of Final Judgment and Dismissal shall have, fully, finally and forever released, relinquished and discharged each and all of the Settlement Class Members and counsel to the Representative Plaintiffs from all claims (including Unknown

Claims), arising out of, in any way relating to, or in connection with the institution, prosecution, assertion, settlement or resolution of the Actions or the Released Claims except to enforce the releases and other terms and conditions contained in the Stipulation.

10. This Order of Final Judgment and Dismissal is a final judgment in the Actions as to all claims among AWSC and the Defendant Member Firms, on the one hand, and the Representative Plaintiffs and all Settlement Class Members, on the other. This Court finds, for purposes of Rule 54(b) of the Federal Rules of Civil Procedure, that there is no just reason for delay and expressly directs entry of judgment as set forth herein.

11. Without affecting the finality of this Order of Final Judgment and Dismissal in any way, this Court retains continuing jurisdiction over (a) implementation of the Settlement; (b) any award or distribution of the Gross Settlement Fund, including interest earned thereon; and (c) all other proceedings related to the implementation and enforcement of the terms of the Stipulation and/or the Settlement. Nothing in this Order of Final Judgment and Dismissal, however, is or may be construed to be a finding or determination that this Court has jurisdiction over any Released Entity.

12. Pursuant to section 21D(c)(1) of the Private Securities Litigation Reform Act of 1995, the Court hereby finds that each Settling Party, and his, her, or its respective counsel, has complied with each requirement of Rule 11(b) of the Federal Rules of Civil Procedure as to all complaints, responsive pleadings, and dispositive motions related to the Released Claims, and that insofar as they relate to the Released Claims, the Actions were not brought for any improper purpose and are not unwarranted by existing law or legally frivolous.

13. In the event that the Effective Date does not occur, this Order of Final Judgment and Dismissal shall be rendered null and void and shall be vacated *nunc pro tunc*, and the provisions of paragraphs 7.5 and 7.6 of the Stipulation shall apply.

14. Without further order of the Court, the parties may agree to reasonable extensions of time to carry out any of the provisions of the Stipulation.

15. Without further order of the Court, on or after the Effective Date and upon request of counsel for AWSC, the Representative Plaintiffs (on behalf of themselves and their respective Settlement Class Members) are authorized and directed to provide individual forms of release and stipulations, in the forms and contents of Exhibits C and D, respectively, to the Stipulation, to any AWSC Entity upon whose behalf such forms are requested.

IT IS SO ORDERED.

DATED: 12 November
2003

Melinda Harmon
THE HONORABLE MELINDA HARMON
UNITED STATES DISTRICT JUDGE

CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing document entitled, FIRST AMENDED ORDER OF FINAL JUDGMENT AND DISMISSAL has been served by sending a copy via electronic mail to serve@ESL3624.com on this 24th day of October, 2003.

I further certify that a copy of the above-mentioned document has been served via overnight mail on the following parties, who do not accept service by electronic mail on this 24th day of October, 2003.

Carolyn S. Schwartz
United States Trustee, Region 2
33 Whitehall Street, 21st Floor
New York, NY 10004

I also certify that a copy of the above-mentioned document has been served via overnight mail on the parties listed on the attached "Objector Service List" on this 24th day of October, 2003.

Deborah S. Granger

DEBORAH S. GRANGER

OBJECTOR SERVICE LIST

October 24, 2003

Stuart Yoes THE YOES LAW FIRM, LLP 3535 Calder Avenue, Suite 235 Beaumont, TX 77726-7584 409/833-2352 409/828-5577 (fax) Attorneys for Objectors RINIS	Frank H. Tomlinson PRITCHARD, McCALL; & JONES, LLC 505 N. 20th Street, Suite 800 Birmingham, AL 35203 205/328-9190 205/458-0035 (fax) Attorneys for Objectors RINIS
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